

*State of Delaware*  
*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "BP PIPELINES (ALASKA) INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF OCTOBER, A.D. 1937, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CLAY CITY PIPE LINE COMPANY" TO "SOHIO PIPE LINE COMPANY", FILED THE TWENTY-THIRD DAY OF JUNE, A.D. 1939, AT 11 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 1940, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1941, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SECOND DAY OF JANUARY, A.D. 1942, AT 1 O'CLOCK P.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1950, AT 9 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE NINETEENTH DAY OF FEBRUARY, A.D. 1971, AT 10 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0361528 8100H

AUTHENTICATION: 0967745

010069509

DATE: 02-12-01

*State of Delaware*  
*Office of the Secretary of State*

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CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SOHIO PIPE LINE COMPANY" TO "SOHIO ALASKA PIPELINE COMPANY", FILED THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1986, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1987, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 1988.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SOHIO ALASKA PIPELINE COMPANY" TO "BP PIPELINES (ALASKA) INC.", FILED THE FIRST DAY OF MARCH, A.D. 1989, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0361528 8100H

AUTHENTICATION: 0967745

010069509

DATE: 02-12-01

10-18-37

CERTIFICATE OF INCORPORATION

CLAY CITY PIPE LINE COMPANY

FIRST: The name of the corporation is CLAY CITY PIPE LINE COMPANY.

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent, is ~~The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.~~

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

(1) To lay, construct, maintain, own, lease, purchase and operate a pipe line or pipe lines.

(2) To transport for hire, by means of such pipe line or pipe lines, oil, crude petroleum, and all products derived therefrom or similar thereto, natural and artificial gas, casing-head gasoline and any other liquids or gases.

(3) To purchase or otherwise acquire, own, lease, occupy and use rights of way and such other property, real and personal, as may be incidental to, necessary for or useful in the establishment, maintenance, operation and conduct of such business.

(4) To acquire, own, lease, construct, maintain and operate pumping stations, compressing stations, storage stations, boosters, private telephones and telegraph lines, and all other facilities incidental to, necessary for or useful in carrying out the objects and purposes above set forth.

(5) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(6) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

(7) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this State or any other State, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(8) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(9) To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon

by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(10) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(11) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

(12) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation, but the objects and pur-

poses specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000); all of such shares shall be without par value.

FIFTH: The amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH: The names and places of residence of the incorporators are as follows:

Names	Residences
Alfred Jervis	Wilmington, Delaware
L. H. Herman	Wilmington, Delaware
Walter Lenz	Wilmington, Delaware

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation to such extent and in such manner as may be provided by the by-laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By resolution or resolutions, passed by a majority of the whole board to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

The corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

TENTH:

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 3983 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH:

Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the board of directors.



TWELFTH: Notwithstanding any provisions of the General Corporation Law of the State of Delaware requiring for any specific action a vote, or in the alternative the written consent, of the holders of shares of any class or classes of the corporation entitled either by the provisions of these Articles of Incorporation or by law to exercise a percentage of the voting power of the corporation greater than a majority, any such action on behalf of the corporation may be taken by the vote

(or, in cases where the General Corporation Law of the State of Delaware permits a written consent of shareholders as an alternative to a vote, then by written consent) of the holders of shares of the corporation entitling them to exercise a majority only of the voting power of the corporation with respect to such action.

THIRTEENTH: In the absence of fraud, no contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or rescinded by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation.

FOURTEENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make this certificate, hereby declaring and

certifying that the facts herein stated are true, and accordingly  
have hereunto set our hands and seals this 16th day of October,  
A. D. 1937.

In presence of:  
*Harold E. Grantland*

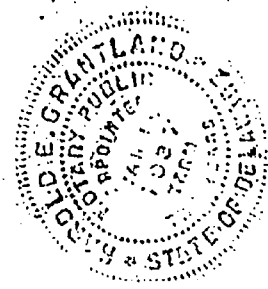
*Alfred Jarvis*  
*L. H. Herman*  
*Walter Lenz*

STATE OF DELAWARE       )  
                                  )   SS:  
COUNTY OF NEW CASTLE   )

BE IT REMEMBERED that on this 16th day of October,  
A. D. 1937, personally came before me, Harold E. Grantland, a  
Notary Public for the State of Delaware, all of the parties  
to the foregoing certificate of incorporation, i. e. Alfred  
Jarvis, L. H. Herman and Walter Lenz, known to me personally to  
be such, and severally acknowledged the said certificate to be  
the act and deed of the signers respectively and that the facts  
therein stated are truly set forth.

GIVEN under my hand and seal of office the day and  
year aforesaid.

*Harold E. Grantland*  
Notary Public



0-23-29

CERTIFICATE OF AMENDMENT  
TO CERTIFICATE OF INCORPORATION  
OF  
CLAY CITY PIPE LINE COMPANY.

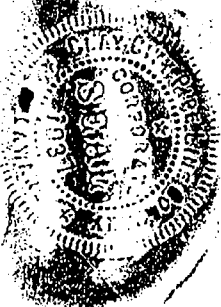
The undersigned hereby certify that on the 19th day of June, 1939, the Board of Directors of this corporation declared to be advisable an amendment to its Certificate of Incorporation, whereby the first paragraph thereof, which now reads:

"The name of the corporation is Clay City Pipe Line Company,"

is changed to read:

"The name of the corporation is Sohio Pipe Line Company";

that thereafter written consent to the above amendment was given by the sole stockholder of this corporation; and that such amendment has been duly adopted in accordance with the provisions of Section 26 of the Corporation Law of the State of Delaware.



CLAY CITY PIPE LINE COMPANY

By

*W. T. Holliday*  
President

*F. H. Kelly*  
Secretary

STATE OF OHIO )  
CUYAHOGA COUNTY ) SS

Personally appeared before me, the undersigned, a Notary Public in and for said county and state, the above named Clay City Pipe Line Company, by W. T. Holliday, its President, and F. H. Kelly, its Secretary, who acknowledged that they did sign the foregoing certificate, and that the same is the free act and deed of said corporation, and the free act and deed of each of them personally and as such officers.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at Cleveland, Ohio, this 20<sup>th</sup> day of June, 1939.



60011

*M. Vincent Conway*  
Notary Public  
M. VINCENT CONWAY, Notary Public  
My commission expires June 1st, 1940

12-26-40

Michigan Corp  
Mich. Pipe  
one Encl

AGREEMENT OF MERGER.

This agreement of merger, dated December 24, 1940,  
made by and between SOHIO PIPE LINE COMPANY, hereinafter referred  
to as "Sohio Pipe", and MICHIGAN-TOLEDO PIPE LINE COMPANY, hereinafter  
referred to as "Michigan-Toledo", both being corporations  
organized and existing under and by virtue of the laws of the  
State of Delaware;

WITNESSETH that

WHEREAS, said two corporations deem it advisable that  
Sohio Pipe merge into itself Michigan-Toledo, and that Michigan-  
Toledo should be merged into Sohio Pipe, as authorized by the  
statutes of the State of Delaware, under and pursuant to the terms  
and conditions hereinafter set forth;

AND WHEREAS, said Sohio Pipe has heretofore been duly  
organized under and by virtue of the General Corporation Law of  
the State of Delaware, the certificate of incorporation of which  
corporation was filed in the office of the Secretary of State  
October 18, 1937, and recorded in the office of the Recorder of  
Deeds for the County of New Castle on October 16, 1937, and an  
amendment to which certificate of incorporation was filed in the

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office of said Secretary of State on June 23, 1939, and recorded  
in the office of said Recorder of Deeds on June 23, 1939;

AND WHEREAS, said Sohio Pipe has an authorized capital  
stock consisting of One Thousand (1000) shares of common stock  
without par value, of which Two Hundred and Fifty (250) shares are  
now issued and outstanding;

AND WHEREAS, Michigan-Toledo has heretofore been duly  
organized under and by virtue of the provisions of the General  
Corporation Law of the State of Delaware, the certificate of in-  
corporation of which corporation was filed in the office of said  
Secretary of State on October 11, 1935 and recorded in the office  
of the Recorder of Deeds for the County of New Castle on October  
11, 1935, and an amendment to which certificate of incorporation  
was filed in the office of said Secretary of State on May 1,  
1937, and was recorded in the office of said Recorder of Deeds on  
May 1, 1937;

AND WHEREAS, said Michigan-Toledo has an authorized  
capital stock consisting of Two Thousand (2000) shares, divided  
into One Thousand (1000) voting common shares without par value  
and One Thousand (1000) non-voting common shares without par value,  
all of which shares are now issued and outstanding;

AND WHEREAS, the principal offices of both Sohio Pipe  
and Michigan-Toledo in the State of Delaware are located at 100

West Tenth Street in the City of Wilmington, County of New Castle,  
and the name and address of the resident agent for both is The  
Corporation Trust Company, 100 West Tenth Street, Wilmington,  
Delaware;

NOW THEREFORE, the corporations, parties to this agree-  
ment by and between their respective Boards of Directors, have  
agreed and do hereby agree each with the other that Sohio Pipe  
merge into itself Michigan-Toledo and that Michigan-Toledo be  
merged into Sohio Pipe, pursuant to the laws of the State of  
Delaware, and do hereby agree upon and prescribe the terms and  
conditions of said merger and of carrying the same into effect as  
follows:

FIRST: Sohio Pipe hereby merges into itself Michigan-  
Toledo and said Michigan-Toledo is hereby merged into Sohio Pipe.

SECOND: The name of the surviving corporation is and  
shall be "SOHIO PIPE LINE COMPANY".

THIRD: The principal office of the surviving corpora-  
tion in the State of Delaware is and shall be located at No. 100  
West Tenth Street, in the City of Wilmington, County of New Castle,

~~and the name and address of its resident agent is and shall be~~

The Corporation Trust Company, No. 100 West Tenth Street,  
Wilmington, Delaware.

FOURTH: The surviving corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities and duties of each of the corporations, parties to this agreement, and all and singular, the rights, privileges, powers and franchises of each of said corporations and all property, real, personal and mixed and all debts due to each of said corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in either of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger; provided that all rights of creditors and all liens upon the property of either of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of Michigan-Toledo, shall thenceforth attach to said surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

FIFTH: The nature of the business and object and purposes to be transacted, promoted or carried on by the surviving corporation are as follows:

(1) To lay, construct, maintain, own, lease, purchase and operate a pipe line or pipe lines.

(2) To transport for hire, by means of such pipe line or pipe lines, oil, crude petroleum, and all products derived therefrom or similar thereto, natural and artificial g. s, casing-head gasoline and any other liquids or gases.

(3) To purchase or otherwise acquire, own, lease, occupy and use rights of way and such other property, real and personal, as may be incidental to, necessary for or useful in the establishment, maintenance, operation and conduct of such business.

(4) To acquire, own, lease, construct, maintain and operate pumping stations, compressing stations, storage stations, boosters, private telephone and telegraph lines, and all other facilities incidental to, necessary for or useful in carrying out the objects and purposes above set forth.

(5) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(6) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters



patent of the United States or any foreign country; patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

(7) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this State or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(8) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(9) To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest

thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(10) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(11) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

(12) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this Agreement of Merger, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

SIXTH: The total number of shares of stock which the surviving corporation shall have authority to issue is, inclusive of the Two Hundred and Fifty (250) common shares without par value already issued, Five Hundred and Fifty (550) common shares without par value.

SEVENTH: The manner of converting the shares of the constituent corporations into shares of the surviving corporation shall be as follows:

The Two Hundred and Fifty (250) shares of common stock without par value of Sohio Pipe, already issued and outstanding, shall remain unchanged and outstanding and shall constitute outstanding shares of the surviving corporation.

On presentation and delivery by the sole stockholder of Michigan-Toledo, for cancellation, of the certificates representing the One Thousand (1,000) voting common shares without par value and the One Thousand (1,000) non-voting common shares without par value, of said corporation, said shares shall be cancelled and the surviving corporation shall issue to said sole stockholder Two Hundred and Sixty (260) shares of authorized but unissued common stock without par value of said surviving corporation, and shall deliver to said sole stockholder a certificate representing such new shares.

EIGHTH: The surviving corporation shall have perpetual existence.

NINTH: The private property of the stockholders of the surviving corporation shall not be subject to the payment of corporate debts to any extent whatever.

TENTH: The by-laws of Sohio Pipe as amended shall remain and be the by-laws of the surviving corporation, and all resolutions of the Board of Directors or stockholders of Sohio Pipe, now in effect, shall remain in effect as resolutions of the surviving corporation until such by-laws or resolutions shall be altered or amended according to the provisions therein, either by the Board of Directors or stockholders of the surviving corporation.

The directors and officers of Sohio Pipe, to-wit:

President	W. T. Holliday	Cleveland, Ohio
Vice President	W. J. Semple	Cleveland, Ohio
Vice President	S. A. Swensrud	Cleveland, Ohio
Vice President	J. F. Wilson	Cleveland, Ohio
Secretary	C. D. Brown	Cleveland, Ohio
Treasurer	W. J. Semple	Cleveland, Ohio
Directors:	W. T. Holliday	Cleveland, Ohio
	A. M. Maxwell	Cleveland, Ohio
	W. J. Semple	Cleveland, Ohio
	A. A. Stambaugh	Cleveland, Ohio
	Wm. A. McAfee	Cleveland, Ohio
	S. A. Swensrud	Cleveland, Ohio
	G. W. Hanneken	Cleveland, Ohio

shall be and remain directors and officers of the surviving corporation until their successors are elected and qualified unless their terms are sooner ended by death, resignation, disqualification or removal from office.

The surviving corporation shall pay all expenses of carrying this agreement into effect and accomplishing the merger.

ELEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors of the surviving corporation is expressly authorized:

To make, alter or repeal the by-laws of the corporation to such extent and in such manner as may be provided by the by-laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By resolution or resolutions, passed by a majority of the whole board to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation,

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and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

The corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

TWELFTH: Whenever a compromise or arrangement is proposed between the surviving corporation and its creditors or any class of them and/or between such corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of such corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for such corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for such corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of such corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of such corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of such corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of such

corporation, as the case may be, and also on such corporation.

THIRTEENTH: Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the board of directors.

FOURTEENTH: Notwithstanding any provisions of the General Corporation Law of the State of Delaware requiring for any specific action a vote, or in the alternative the written consent, of the holders of shares of any class or classes of the surviving corporation entitled either by the provisions of this Agreement of Merger or by law to exercise a percentage of the voting power of such corporation greater than a majority, any such action on behalf of such corporation may be taken by the vote (or, in cases where the General Corporation Law of the State of Delaware permits a written consent of shareholders as an alternative to a vote, then by written consent) of the holders of shares of such corporation entitling them to exercise a majority only of the voting power of such corporation with respect to such action.

FIFTEENTH: In the absence of fraud, no contract or other transaction between the surviving corporation and any



other corporation, and no act of the surviving corporation, shall in any way be affected or rescinded by the fact that any of the directors of the surviving corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation.

SIXTEENTH: If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in the law or any things are necessary or desirable to vest in said surviving corporation, according to the terms hereof, the title to any property or rights of Michigan-Toledo, the proper officers and directors of said corporation shall and will execute and make all such proper assignments and assurances in the law and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Agreement of Merger.

SEVENTEENTH: This Agreement of Merger shall be filed in the office of the Secretary of State of Delaware and a copy thereof shall be filed in the office of the Recorder of Deeds for New Castle County, and shall be effective upon the filing thereof in the office of the Secretary of State of Delaware.

The surviving corporation may have the right to amend, alter, change or repeal any provision contained in this

Agreement of Merger which could be contained in the certificate of incorporation of a corporation formed under the laws of the State of Delaware in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to authority duly given by their respective boards of directors have caused these presents to be executed by a majority of the Board of Directors of each party hereto, and the corporate seal affixed.

SOHIO PIPE LINE COMPANY

By

W. J. Howland  
S. A. Spensard  
W. F. Kupper  
G. W. Hammett

ATTEST:

W. F. Kupper  
Secretary

A majority of the Board of Directors

MICHIGAN-TOLEDO PIPE LINE COMPANY

By

W. J. Howland  
W. F. Kupper  
S. A. Spensard  
S. K. Elliott

ATTEST:

W. F. Kupper  
Secretary

A majority of the Board of Directors

I, CALVIN D. BROWN, Secretary of Sohio Pipe Line Company, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation by a majority of the directors thereof and having been signed by a majority of the directors of Michigan-Toledo Pipe Line Company, a corporation of the State of Delaware, was duly adopted by the written consent of the sole stockholder holding all the 250 shares of the capital stock of the corporation issued and outstanding, and that a signed copy of the consent is attached hereto and made a part of the Agreement of Merger.

WITNESS my hand and the seal of said Sohio Pipe Line Company on this 24th day of December, 1940.


  
Secretary

I, WILLIAM J. SEMPLE, Secretary of Michigan-Toledo Pipe Line Company, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a

majority of the directors thereof and having been signed  
by a majority of the directors of Sohio Pipe Line Company,  
a corporation of the State of Delaware, was duly adopted by  
the written consent of the sole stockholder of the corpor-  
ation, holding all the 1,000 non-voting common shares without  
par value and all the 1,000 voting common shares without  
par value, of this corporation, the same being all of the  
shares issued and outstanding, and that a signed copy of the  
consent is attached hereto and made a part of the Agreement  
of Merger.

WITNESS my hand and the seal of said Michigan-  
Toledo Pipe Line Company on this 24th day of December, 1940.



  
Secretary

The above Agreement of Merger, having been duly ex-  
ecuted by a majority of the Board of Directors of each cor-  
porate party thereto, and having been adopted in accordance  
with the provisions of the General Corporation Law of the State  
of Delaware, and that fact having been certified on said Agree-  
ment of Merger by the Secretary of each corporate party thereto,  
the President and Secretary of each corporate party thereto do  
now hereby execute the said Agreement of Merger under the corporate

seals of their respective corporations, by authority of the  
directors thereof, as the respective act, deed and agree-  
ment of each of said corporations, on this 24th day of December,  
1940.



( )

ATTEST:

W. J. H. H. H.  
Secretary

SOHIO PIPE LINE COMPANY

W. J. H. H. H.  
President  
W. J. H. H. H.  
Secretary



( )

ATTEST:

W. J. H. H. H.  
Secretary

MICHIGAN-TOLEDO PIPE LINE COMPANY

W. J. H. H. H.  
President  
W. J. H. H. H.  
Secretary

00030

STATE OF OHIO,                    )  
                                      ) SS.:  
COUNTY OF CUYAHOGA.        )

BE IT REMEMBERED that on this 24th day of December,  
1940, personally came before me, Rufus S. Day, Jr.,  
a Notary Public in and for the county and state aforesaid,  
W. T. HOLLIDAY, President of Sohio Pipe Line Company, a corpor-  
ation of the State of Delaware and one of the corporations de-  
scribed in and which executed the foregoing Agreement of Merger,  
known to me personally to be such, and he the said W. T. Holliday  
as such President duly executed said Agreement of Merger before  
me and acknowledged said Agreement of Merger to be the act, deed  
and agreement of said Sohio Pipe Line Company, that the signatures  
of the said President and the Secretary of said corporation to  
said foregoing Agreement of Merger are in the handwriting of  
said President and Secretary of said Sohio Pipe Line Company, and  
that the seal affixed to said Agreement of Merger is the common  
corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and  
seal of office the day and year aforesaid.

Rufus S. Day, Jr.  
Notary Public

00031

STATE OF OHIO,       )  
                          ) SS.:  
COUNTY OF CUYAHOGA. )

BE IT REMEMBERED that on this 24th day of December,  
1940, personally came before me, Rufus S. Day, Jr.,  
a Notary Public in and for the county and state aforesaid,  
W. T. HOLLIDAY, President of Michigan-Toledo Pipe Line Company,  
a corporation of the State of Delaware and one of the corpor-  
ations described in and which executed the foregoing Agreement  
of Merger, known to me personally to be such, and he the said  
W. T. Holliday as such President duly executed said Agreement  
of Merger before me and acknowledged said Agreement of Merger  
to be the act, deed and agreement of said Michigan-Toledo Pipe  
Line Company, that the signatures of the said President and the  
Secretary of said corporation to said foregoing Agreement of  
Merger are in the handwriting of said President and Secretary  
of said Michigan-Toledo Pipe Line Company, and that the seal af-  
fixed to said Agreement of Merger is the common corporate seal  
of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and  
seal of office the day and year aforesaid.

Rufus S. Day, Jr.  
Notary Public

00032

CONSENT TO AGREEMENT OF MERGER

The Standard Oil Company, being the sole owner of all the issued and outstanding shares of Sohio Pipe Line Company, hereby consents to and adopts the Agreement of Merger between said corporation and Michigan-Toledo Pipe Line Company, which Agreement was entered into and executed on behalf of the said two corporations by their respective boards of directors, this 24th day of December, 1940.

Dated at Cleveland, Ohio, this 24th day of December, 1940.

THE STANDARD OIL COMPANY

By

W. J. Houday  
President

ATTEST:

W. B. Kump  
Secretary

60633



CONSENT TO AGREEMENT OF MERGER

The Standard Oil Company, being the sole owner of all the issued and outstanding shares of Michigan-Toledo Pipe Line Company, hereby consents to and adopts the Agreement of Merger between said corporation and Sohio Pipe Line Company, which Agreement of Merger was entered into and executed on behalf of the said two corporations by their respective boards of directors this 24th day of December, 1940.

Dated at Cleveland, Ohio, this 24th day of December, 1940.

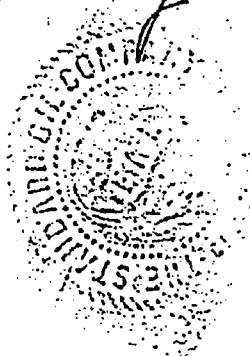
THE STANDARD OIL COMPANY

By

W. J. Houday  
President

ATTEST:

W. B. Brown  
Secretary



60034

11-25-41

CERTIFICATE OF AMENDMENT

We, W. T. HOLLIDAY, President, and C. D. BROWN, Secretary, of SOHIO PIPE LINE COMPANY, a Delaware corporation, hereby certify:

1. That at a meeting of the Board of Directors of said corporation duly called and held October 22, 1941, said Board declared it advisable that Articles SIXTH and SEVENTH of the Agreement of Merger between this corporation and Michigan-Toledo Pipe Line Company, a Delaware corporation, executed December 24, 1940, and effective December 26, 1940, be amended to read as follows:

"SIXTH: The total number of shares of stock which the surviving corporation shall have authority to issue is Five Hundred Fifty (550) common shares having a par value of \$100.00 each.

"SEVENTH: The manner of converting the shares of the constituent corporations into shares of the surviving corporation shall be as follows:

"On presentation and delivery by the sole stockholder of Sohio Pipe, for cancellation, of the certificates representing the Two Hundred Fifty (250) shares of common stock without par value of Sohio Pipe, said shares shall be cancelled and the surviving corporation shall issue to said sole stockholder Two Hundred Fifty (250) shares of authorized \$100.00 par value common stock of said surviving corporation and shall deliver to said

sole stockholder a certificate representing such new shares.

"On presentation and delivery by the sole stockholder of Michigan-Toledo, for cancellation, of the certificates representing the One Thousand (1,000) voting common shares without par value and the One Thousand (1,000) non-voting common-shares without par value of said corporation, said shares shall be cancelled and the surviving corporation shall issue to said sole stockholder Two Hundred Sixty (260) shares of authorized \$100.00 par value common stock of said surviving corporation, and shall deliver to said sole stockholder the certificate representing such new shares."

2. That on the same date, October 22, 1941, pursuant to Section 81 of the Corporation Law of Delaware, a written consent to the above amendment was given by The Standard Oil Company, an Ohio corporation, which is sole stockholder of said Sohio Pipe Line Company, and was, immediately previous to the effective date of said Agreement of Merger, the sole stockholder of said Michigan-Toledo Pipe Line Company.
3. That said amendment was thereby duly adopted by said Sohio Pipe Line Company, in accordance with the provisions of Section 26 of the Delaware Corporation Law.
4. That the capital of said Sohio Pipe Line Company will not be reduced by reason of said amendment.

IN WITNESS WHEREOF, we have hereunto set our hands  
and the seal of said corporation this 11th day of November,  
1941.

*W. T. Holliday*  
\_\_\_\_\_  
President

Sohio Pipe Line Company

*Carl Dunn*  
\_\_\_\_\_  
Secretary

Sohio Pipe Line Company



STATE OF OHIO :  
SS  
COUNTY OF CUYAHOGA :

Before me, a Notary Public in and for said County  
and State, personally appeared the above-named W. T. Holliday,  
President of Sohio Pipe Line Company, who acknowledged that  
he signed the foregoing instrument and that the same is his  
free act and deed, and the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand  
and official seal, at Cleveland, Ohio, this 11th day of  
November, 1941.

*Rufus S. Day, Jr.*  
\_\_\_\_\_  
Notary Public

RUFUS S. DAY, JR., Notary Public  
My commission expires Jan. 10, 1942



1-2-42

CERTIFICATE OF AMENDMENT

We, W. T. HOLLIDAY, President, and C. D. BROWN, Secretary,  
of SCHIO PIPE LINE COMPANY, a Delaware corporation, hereby certify:

1. That at a meeting of the Board of Directors of said Corporation duly called and held on December 31, 1941, at which meeting a quorum of the Directors was present and voting, a resolution, of which the following is a true and correct copy, was unanimously adopted, and is in full force and effect on this date:

"RESOLVED, that the action of the Board of Directors of this Company taken at the meeting of the Board of Directors held October 22, 1941 declaring it advisable to amend and amending Articles SIXTH and SEVENTH of the Agreement of Merger between this Corporation and Michigan-Toledo Pipe Line Company, a Delaware corporation, dated December 24, 1940, be and the same is hereby rescinded and cancelled.

"FURTHER RESOLVED; That this Board of Directors hereby authorizes and directs the President or any Vice President and the Secretary or any Assistant Secretary of this Company to execute in the name of and on behalf of the Company and to file with the Secretary of the State of Delaware a certificate reciting that Articles SIXTH and SEVENTH of the aforesaid Agreement of Merger be and the same are hereby amended to read in all respects as originally set forth therein, i.e., as follows:

"SIXTH: The total number of shares of stock which the surviving corporation shall have authority to issue is, inclusive of the Two hundred and Fifty (250) common shares without par value already issued, Five hundred and Fifty (550) common shares without par value.

"SEVENTH: The manner of converting the shares of the constituent corporations into shares of the surviving corporation shall be as follows:

"The Two Hundred and Fifty (250) shares of common stock without par value of Sohio Pipe, already issued and outstanding, shall remain unchanged and outstanding and shall constitute outstanding shares of the surviving corporation.

"On presentation and delivery by the sole stockholder of Michigan- Toledo, for cancellation, of the certificates representing the One Thousand (1,000) voting common shares without par value and the One Thousand (1,000) non-voting common shares without par value, of said corporation, said shares shall be cancelled and the surviving corporation shall issue to said sole stockholder Two Hundred and Sixty (260) shares of authorized but unissued common stock without par value of said surviving corporation, and shall deliver to said sole stockholder a certificate representing such new shares."

2. That on the same date, December 31, 1941, pursuant to Section 81 of the Corporation Law of Delaware a written consent to the above amendment and to the adoption of the above resolution was given by The Standard Oil Company (an Ohio corporation), which is and on said date was the sole stockholder of Sohio Pipe Line Company, and which was immediately previous to the effective date of said Agreement of Merger the sole stockholder of said Michigan-Toledo Pipe Line Company.

3. That said amendment was duly adopted by said Sohio Pipe Line Company in accordance with the provisions of Section 26 of the Delaware Corporation Law.

4. That the capital of said Sohio Pipe Line Company will not be reduced by reason of said amendment.

IN WITNESS WHEREOF, we have hereunto set our hands and

500

M. E. Newcomer  
Notary Public



12-29-50

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER, dated December 26<sup>th</sup> 1950, made by and between Sohio Pipe Line Company, a Delaware corporation, hereinafter referred to as the "Surviving Corporation", and Sohio Western Pipelines, Inc., an Ohio corporation, hereinafter referred to as "Western",

WITNESSETH THAT,

WHEREAS, the aforesaid corporations deem it advisable that Western merge into the Surviving Corporation, which shall continue to be known as "Sohio Pipe Line Company", and that said Surviving Corporation merge into itself Western, as authorized by the statutes of the State of Delaware and the statutes of the State of Ohio, under and pursuant to the terms and conditions set forth hereinafter; and

WHEREAS, said Surviving Corporation has heretofore been duly organized under and by virtue of the General Corporation Law of the State of Delaware under the name of Clay City Pipe Line Company, a certificate of incorporation for which was filed in the office of the Secretary of State on October 18, 1937, and recorded in the office of the Recorder of Deeds for the County of New Castle on October 18, 1937, and an amendment to which certificate of incorporation changing the name of said corporation to Sohio Pipe Line Company was filed in the office of said Secretary of State on June 23, 1939, and recorded in the office of the Recorder of Deeds for the County of New Castle on June 23, 1939; and

WHEREAS, said Surviving Corporation was a party to an agreement of merger entered into by and between it and Michigan-Toledo Pipe Line Company, a Delaware corporation, which said agreement of merger was filed in the office of the Secretary of State on December 26, 1940, and recorded in the office of the Recorder of Deeds for the County of New Castle on December 26, 1940, amended by a certificate of amendment filed in the office of the Secretary of State on November 25, 1941 and recorded in the office of the Recorder of Deeds for the County of New Castle on January 2, 1942, and further amended by a Certificate of Amendment filed in the office of the Secretary of State on January 2, 1942, and recorded in the office of the Recorder of Deeds for the County of New Castle on January 2, 1942; and

WHEREAS, said Surviving Corporation has an authorized capital stock consisting of five hundred fifty (550) shares of common stock, without par value, of which five hundred ten (510) shares are now issued and outstanding; and

WHEREAS, Western has heretofore been duly organized under and by virtue of the General Corporation Act of the State of Ohio, a certificate of incorporation of which corporation was filed in the office of the Secretary of State of Ohio on October 30, 1944, and recorded in Volume 497, page 223 of the Records of Incorporations; and



WHEREAS, Western has an authorized capital consisting of ten thousand (10,000) shares of common stock, having a par value of One Dollar (\$1.00) each, of which five thousand one hundred ninety-five (5,195) shares are now issued and outstanding; and

WHEREAS, the principal office of the Surviving Corporation in the State of Delaware is located at 100 West Tenth Street, City of Wilmington, County of New Castle, and the name and address of its resident agent is, Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware; and

WHEREAS, the principal offices of the Surviving Corporation and of Western are Midland Building, Cleveland, Cuyahoga County, Ohio, and the name and address of the resident agent of Western in the State of Ohio is A. E. Wolf, Midland Building, Cleveland, Ohio;

NOW, THEREFORE, the aforesaid corporations, parties to this Agreement, by and between their respective boards of directors and duly authorized officers HAVE AGREED and DO AGREE each with the other that the Surviving Corporation merge into itself, Western, and that Western be merged into the Surviving Corporation, pursuant to the laws of the State of Delaware and to the laws of the State of Ohio in such cases made and provided, and do hereby agree upon and prescribe the terms and conditions of said merger and of carrying the same into effect, and that the within Agreement shall constitute under the laws of Delaware, the Certificate of Incorporation of the Surviving Corporation.

#### ARTICLE I

The Surviving Corporation hereby merges into itself, Western, and Western is hereby merged into the Surviving Corporation, and each of the parties hereto hereby agrees and prescribes that the laws which shall continue to govern the Surviving Corporation, Sohio Pipe Line Company, shall be the laws of the State of Delaware, and that the name of such Surviving Corporation, unless and until changed in the manner provided by law, shall continue to be "Sohio Pipe Line Company".

#### ARTICLE II

The principal office of the Surviving Corporation in the State of Delaware is and shall be located at 100 West Tenth Street, City of Wilmington, County of New Castle, and the name and address of its resident agent is and shall be The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

#### ARTICLE III

The nature of the business and object and purposes to be transacted, promoted or carried on by the Surviving Corporation are as follows:

- (1) To lay, construct, maintain, own, lease, purchase and operate a pipe line or pipe lines.

(2) To transport for hire, by means of such pipe line or pipe lines, oil, crude petroleum, and all products derived therefrom or similar thereto, natural and artificial gas, casinghead gasoline and any other liquids or gases.

(3) To purchase or otherwise acquire, own, lease, occupy and use rights of way and such other property, real and personal, as may be incidental to, necessary for or useful in the establishment, maintenance, operation and conduct of such business.

(4) To acquire, own, lease, construct, maintain and operate pumping stations, compressing stations, storage stations, boosters, private telephone and telegraph lines, and all other facilities incidental to, necessary for or useful in carrying out the objects and purposes above set forth.

(5) To acquire, and pay for in cash, stocks or bonds of this corporation or otherwise, the good-will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(6) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

(7) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this State or any other state, country, nation or government, and while the owners thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(8) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(9) To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(10) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or properties for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(11) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

(12) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by-reference to, or inference from, the terms of any other clause in this Agreement of Merger, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

#### ARTICLE IV

The total number of shares of stock which the Surviving Corporation shall have authority to issue is twenty thousand (20,000) common shares, having a par value of Ten Dollars (\$10) each.

#### ARTICLE V

The manner of converting the shares of the constituent corporations into the shares of the Surviving Corporation shall be as follows:

- (a) in exchange and in substitution for and in the extinguishment of all of the Surviving Corporation's presently outstanding five hundred ten (510) shares of common stock without par value, there shall be issued 14,765 shares of stock of the Surviving Corporation having par value of Ten Dollars (\$10) each;
- (b) in exchange and in substitution for and in extinguishment of all of Western's presently outstanding 5,195 shares of common stock having par value of One Dollar (\$1) per share, there shall be issued, 1,000 shares of the common stock of the Surviving Corporation having par value of Ten Dollars (\$10) each.

Certificates representing the shares of the Surviving Corporation so to be issued in exchange and substitution will be executed and delivered by the Surviving Corporation to the respective shareholders entitled thereto upon delivery to the Surviving Corporation for cancellation of the particular share certificates representing the presently outstanding shares of either corporate party hereto then held by such shareholder and in accordance with the basis of exchange above provided.

#### ARTICLE VI

The capital with which the Surviving Corporation will begin business on the effective date of this merger shall be equal to the aggregate par value of the shares issued pursuant hereto, or which may thereafter be so issued, in exchange for the shares of the constituent corporations. The difference between (1) the total of the stated capital of Sohio Pipe Line Company as of December 31, 1950, and the capital of Western as of such date, and (2) the capital with which the Surviving Corporation shall begin business as aforesaid, shall be treated as capital surplus of the Surviving Corporation as will the total of the capital surplus appearing on Sohio Pipe Line Company's balance sheet as of December 31, 1950, and the capital surplus appearing on Western's balance sheet as of such time. The earned surpluses of Sohio Pipe Line Company as indicated by its balance sheet of December 31, 1950 shall be combined with the corresponding earned surpluses of Western as indicated by the balance sheet of December 31, 1950 and the totals so arrived at shall constitute, be treated as, and hereby are declared to be, the earned surpluses of the Surviving Corporation upon the effective date of this agreement.

#### ARTICLE VII

The Surviving Corporation shall have perpetual existence.

#### ARTICLE VIII

The private property of the stockholders of the Surviving Corporation shall not be subject to the payment of corporate debt to any extent whatever.

#### ARTICLE IX

The within merger shall be effective as of 12:01 A.M. January 1, 1951 provided this Agreement shall have been filed with the Secretary of State of the State of the Delaware before such time, or upon such filing in the event such filing occurs after such time.

#### ARTICLE X

The Surviving Corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities and duties of each of the corporations, parties to this Agreement, and all and singular, the rights, privileges, powers and franchises of each of said corporations and all property, real, personal and mixed and all debts due to each of said corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of said corporations shall be vested in the Surviving Corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in either of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger; provided that all rights of creditors and all liens upon the property of either of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of Western shall thenceforth attach to said Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

#### ARTICLE XI

The by-laws of Sohio Pipe Line Company, as amended, shall remain and be the by-laws of the Surviving Corporation, and all resolutions of the Board of Directors or stockholders of Sohio Pipe Line Company, now in effect, shall remain in effect as resolutions of the Surviving Corporation until such by-laws or resolutions shall be altered or amended according to the provisions therein, either by the Board of Directors or stockholders of the Surviving Corporation.

The names and addresses of the persons who shall constitute the directors and officers of Sohio Pipe Line Company upon the effective date of this merger, and their respective terms of office, are:

### Directors

M. E. Newcomer,	Cleveland, Ohio
G. W. Hazlett,	Cleveland, Ohio
R. A. Colbert,	Cleveland, Ohio
J. D. Harnett,	St. Louis, Missouri
E. O. Hutzel,	Cleveland, Ohio.

### Officers

President	M. E. Newcomer, Cleveland, Ohio
Vice Presidents	J. D. Harnett, St. Louis, Missouri J. R. Shipley, Jr., St. Louis, Missouri E. O. Hutzel, Cleveland, Ohio.
Treasurer	C. W. Plum, Cleveland, Ohio
Assistant Treasurer	H. W. Pattison, Cleveland, Ohio. W. E. McKee, St. Louis, Missouri
Secretary	H. W. Pattison, Cleveland, Ohio.
Assistant Secretary	E. O. Hutzel, Cleveland, Ohio. W. E. McKee, St. Louis, Missouri

### Term of Office

Each of the directors shall hold office until the next annual meeting of the shareholders to be held on the third Tuesday in March of the year 1951, and until their successors are elected and qualified.

Each of the aforesaid officers shall hold his office at the pleasure of the Board of Directors, provided that unless otherwise ordered, each officer shall hold his office until the next annual election of officers to be held at the annual meeting of the Board of Directors following the aforesaid annual meeting of the shareholders and until his successors shall be elected and qualified.

### ARTICLE XII

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors of the Surviving Corporation is expressly authorized:

To make, alter or repeal the by-laws of the corporation to such extent and in such manner as may be provided by the by-laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By resolution or resolutions, passed by a majority of the whole Board to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

The corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by the statute.

#### ARTICLE XIII

Whenever a compromise or arrangement is proposed between the ~~Surviv-~~<sup>ing</sup> Corporation and its creditors or any class of them and/or between such corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of such corporation or of any creditor or stockholder thereof, ~~for an~~<sup>on</sup> application of any receiver or receivers appointed for such corporation under the provisions of Section 3883 of the Revised Code of 1915 of such State, or on the application of trustees in dissolution or of any receiver or receivers appointed for such corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of such corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of

creditors, and/or of the stockholders or class of stockholders of such corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of such corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of such corporation, as the cases may be, and also on such corporation.

#### ARTICLE XIV

Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the Board of Directors.

#### ARTICLE XV

Notwithstanding any provisions of the General Corporation Law of the State of Delaware requiring for any specific action a vote, or in the alternative the written consent, of the holders of shares of any class or classes of the Surviving Corporation entitled either by the provisions of this Agreement of Merger or by law to exercise a percentage of the voting power of such corporation greater than a majority, any such action on behalf of such corporation may be taken by the vote (or, in cases where the General Corporation Law of the State of Delaware permits a written consent of shareholders as an alternative to a vote, then by written consent) of the holders of shares of such corporation entitling them to exercise a majority only of the voting power of such corporation with respect to such action.

#### ARTICLE XVI

In the absence of fraud, no contract or other transaction between the Surviving Corporation and any other corporation, and no act of the Surviving Corporation, shall in any way be affected or rescinded by the fact that any of the directors of the Surviving Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation.

#### ARTICLE XVII

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in the law or any things are necessary or desirable to vest in said Surviving Corporation, according to the terms hereof, the title to any property or rights of Western, the proper officers and directors of said corporation shall and will execute and make all such proper assignments and assurances in the law, and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger.



#### ARTICLE XVIII

A. E. Wolf, Midland Building, Cleveland 15, Cuyahoga County, Ohio, a natural person and now a resident of said County, is hereby irrevocably appointed, as the person on whom process against Sohio-Western Pipelines, Inc. may be served as provided in Section 8623-67 II (4) (a) and (b) of the Ohio General Code. No other appointment or designation for the State of Ohio is made hereby for the reason that the Surviving Corporation does not seek to become a licensed foreign corporation in the State of Ohio by the filing hereof with the Secretary of State of the State of Ohio.

#### ARTICLE XIX

The Surviving Corporation may have the right to amend, alter, change or repeal any provision contained in this Agreement of Merger which could be contained in the certificate of incorporation of a corporation formed under the laws of the State of Delaware in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE XX

The Surviving Corporation shall pay all expenses of carrying this agreement into effect and accomplishing the merger.

IN WITNESS WHEREOF, Sohio Pipe Line Company, pursuant to authority duly given by its Board of Directors, has caused the foregoing Agreement of Merger to be executed by a majority of its directors and its corporate seal to be affixed thereto; and the President and Secretary of Sohio-Western Pipelines, Inc., have executed this Agreement of Merger and have affixed the seal of the corporation hereto pursuant to the authority of the Board of Directors of said Sohio-Western Pipelines, Inc. as evidence and certification of the fact that the foregoing

Agreement of Merger has been duly approved and adopted by the Board of Directors of Sohio Western Pipelines, Inc.

SOHIO PIPE LINE COMPANY

By M.E. Newcomer  
[Signature]  
[Signature]  
E. O. Hutzel

A majority of the Board of Directors

Attest: E. O. Hutzel  
Ass't. Secretary

SOHIO WESTERN PIPELINES, INC.

By M.E. Newcomer  
President

Attest: E. O. Hutzel  
Ass't. Secretary

CERTIFICATION AS TO THE MANNER OF ADOPTION BY  
SOHIO PIPE LINE COMPANY

I, E. O. Hutzel, Assistant Secretary of Sohio Pipe Line Company, a Delaware corporation, hereby certify as such Secretary and under the seal of said Corporation that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of said Corporation by a majority of the Directors thereof and after having been duly approved by the Board of Directors of Sohio Western Pipelines, Inc., an Ohio corporation, was duly adopted by and the execution thereof by the proper officers of Sohio Pipe Line Company, & authorized, pursuant to Section 81 of the Delaware Corporation Law, by a written consent and

authorization executed by the sole stockholder holding all of the issued and outstanding capital stock of Sohio Pipe Line Company, and that a signed copy of said consent and authorization is attached hereto and made a part of said Agreement of Merger.

WITNESS MY HAND and seal of SOHIO PIPE LINE COMPANY this 26<sup>th</sup> day of December, 1950.

E. O. Hutzel  
Ass't. Secretary - Sohio Pipe Line Company



CERTIFICATION AS TO THE MANNER OF ADOPTION BY  
SOHIO-WESTERN PIPELINES, INC.

I, E. O. Hutzel, Ass't. Secretary of Sohio-Western Pipelines, Inc., an Ohio Corporation, hereby certify as such Secretary that the Agreement of Merger to which this Certificate is attached was duly adopted by the Board of Directors of said Corporation at a meeting thereof duly called and held on December 26<sup>th</sup>, 1950, at which a quorum of the Board was present; and that thereafter by a written instrument executed on December 26<sup>th</sup>, 1950, the sole stockholder of Sohio-Western Pipelines, Inc. owning all of the issued and outstanding capital stock of said Corporation, consented to, approved and authorized the execution of said Agreement by the proper officers of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 26<sup>th</sup> day of December, 1950.

E. O. Hutzel  
Ass't. Secretary - Sohio-Western Pipelines, Inc.



The above Agreement of Merger having been executed by a majority of the Board of Directors of Sohio Pipe Line Company and having been approved by the Board of Directors of Sohio-Western Pipelines, Inc., and thereafter having been adopted by and the execution of said Agreement having been consented to and authorized by the sole stockholder owning all of the issued and outstanding capital stock of Sohio Pipe Line Company, a Delaware

corporation, and of Sohio-Western Pipelines, Inc., an Ohio Corporation, the President and Assistant Secretary of each of the corporations, parties to this Agreement of Merger, do now hereby execute this Agreement of Merger under the corporate seals of their respective corporations and by authority of the directors and shareholders thereof, as the respective act, deed, and agreement of each of said corporations, and each of said corporations has caused this Agreement to be signed in its name and behalf by its President and Assistant Secretary and its corporate seal to be hereunto affixed and attested by its Assistant Secretary on this 26<sup>th</sup> day of December, 1950.

SOHIO PIPE LINE COMPANY

By M. E. Newcomer  
President

Attest E. O. Hutzel  
Ass't. Secretary

SOHIO-WESTERN PIPELINES, INC.

By M. E. Newcomer  
President

Attest E. O. Hutzel  
Ass't. Secretary

STATE OF OHIO       )  
                          ) ss.  
CUYAHOGA COUNTY    )

BE IT REMEMBERED that on this 26<sup>th</sup> day of December, 1950, personally came before me, Richard V. Wellman, a notary public in and for the county and state aforesaid, M. E. NEWCOMER, President of Sohio Pipe Line Company, a corporation of the State of Delaware, and of Sohio-Western Pipelines, Inc., a corporation of the State of Ohio, and E. O. Hutzel, Assistant Secretary of each of the aforesaid corporations, who are personally known to me and are personally known to me to be such officers of each of the aforesaid corporations, and who acknowledged that they executed the aforesaid Agreement of Merger as such officers of each of the

respective corporations, parties to said Agreement of Merger; that the same was the act, deed and agreement of each of the said corporations; and I further certify that the signatures of the said President and the said Assistant Secretary of each of said corporations to the aforesaid Agreement of Merger are in the handwriting of the said President and the said Assistant Secretary of each of the aforesaid corporations; and that the seals affixed on behalf of said corporations, respectively, to the aforesaid Agreement of Merger are the respective common corporate seals of each of said corporations respectively.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of office the day and year aforesaid.

*Richard V. Wellman*

Richard V. Wellman, Notary Public

RICHARD V. WELLMAN, Notary Public

My commission expires Nov. 1, 1952.



CONSENT OF AGREEMENT OF MERGER

THE STANDARD OIL COMPANY (OHIO), being the sole owner of all the issued and outstanding shares of SOHIO PIPE LINE COMPANY, a Delaware corporation, hereby consents to and adopts the Agreement of Merger between said Company, and SOHIO-WESTERN PIPELINES, INC., an Ohio corporation, which Agreement of Merger was approved and adopted on behalf of said Companies by their respective Boards of Directors the 26<sup>th</sup> day of December, 1950, and was executed on behalf of SOHIO PIPE LINE COMPANY by its Board of Directors this 26<sup>th</sup> day of December, 1950.

Dated at Cleveland, Ohio, this 26<sup>th</sup> day of December, 1950.

THE STANDARD OIL COMPANY (OHIO)

By

E. J. Doolittle  
President

Attest

A. W. Evans  
First Secretary

(S&P)



CONSENT OF AGREEMENT OF MERGER

THE STANDARD OIL COMPANY (OHIO), being the sole owner of all the issued and outstanding shares of SOHIO-WESTERN PIPELINES, INC., an Ohio corporation, hereby consents to and adopts the Agreement of Merger between said Corporation and SOHIO PIPE LINE COMPANY, a Delaware corporation, which Agreement of Merger was approved and adopted on behalf of said Companies by their respective Boards of Directors the 26<sup>th</sup> day of December, 1950, and was executed on behalf of SOHIO-WESTERN PIPELINES, INC. by its Board of Directors this 26<sup>th</sup> day of December, 1950.

Dated at Cleveland, Ohio, this 26<sup>th</sup> day of December, 1950.

THE STANDARD OIL COMPANY (OHIO)

By

C. J. Jorden

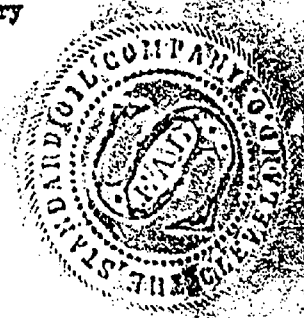
President

Attest

A. W. Evans

Asst Secretary

(SMT)



00060

8-19-71

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 12<sup>th</sup> day of February, 1971, pursuant to Section 251 of the General Corporation Law of the State of Delaware, between BP PIPE LINE CORPORATION, a Delaware corporation, and SOHIO PIPE LINE COMPANY, a Delaware corporation.

W I T N E S S E T H:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

WHEREAS, said Sohio Pipe Line Company, by its certificate of incorporation which was filed in the office of the Secretary of State of Delaware on October 18, 1937, and recorded in the office of the Recorder of Deeds for the County of New Castle on October 18, 1937, has an authorized capital stock consisting of Twenty Thousand (20,000) shares of common stock Ten Dollars (\$10.00) par value, of which stock Fifteen Thousand Seven Hundred Sixty-Five (15,765) shares of such common stock are now issued and outstanding and such shares shall remain issued and outstanding; and

WHEREAS, said BP Pipe Line Corporation, a corporation organized under the laws of the State of Delaware by its certificate of incorporation which was filed in the office of the Secretary of State of Delaware, on January 30, 1969, and recorded in the office of the Recorder of Deeds for the County of New Castle on January 30, 1969, has an authorized capital stock consisting of One Hundred (100) shares consisting of common stock of the par value of One Hundred Dollars (\$100) each, amounting in the aggregate to Ten Thousand Dollars (\$10,000) of which stock One Hundred (100) shares are now issued and outstanding; and

WHEREAS, the registered office of said Sohio Pipe Line Company in the State of Delaware is located at 100 West Tenth Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company; and the registered office of BP Pipe Line Corporation in the State of Delaware is located at 100 West Tenth Street in the City of Wilmington, County of New Castle, and the name and address of its registered agent is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware.

00664



NOW, THEREFORE, the corporations, parties to this agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Sohio Pipe Line Company hereby merges into itself BP Pipe Line Corporation, and said BP Pipe Line Corporation shall be and hereby is merged into Sohio Pipe Line Company, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Sohio Pipe Line Company, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: All of the outstanding shares of the capital stock of BP Pipe Line Corporation shall be canceled as of the effective date of the merger.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on March 1, 1971.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they

were of the surviving corporation and the merged corporation, respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, have caused these presents to be executed by the Vice President and attested by the Assistant Secretary of each party hereto, and the corporate seal affixed.

BP PIPE LINE CORPORATION

By

*P. D. Phillips*  
Vice President

(Corporate Seal)

*A. P. McIndoe*  
Assistant Secretary

SOHIO PIPE LINE COMPANY

By

*J. H. Naumann*  
Vice President

(Corporate Seal)

*A. L. [Signature]*  
Assistant Secretary

00066

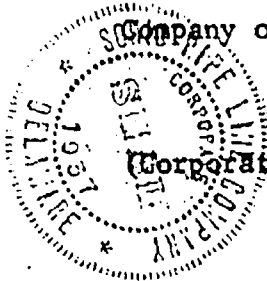
CERTIFICATION AS TO MANNER OF ADOPTION

by

SOHIO PIPE LINE COMPANY

I, W. E. MC KEE, Assistant Secretary of SOHIO PIPE LINE COMPANY, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary and under the seal of the said corporation, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of BP Pipe Line Corporation, a corporation of the State of Delaware, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code of 1953, by the written consent of the sole stockholder holding all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said Sohio Pipe Line Company, and the duly-adopted agreement and act of the said corporation.

WITNESS my hand and seal of said Sohio Pipe Line Company on this 12<sup>th</sup> day of February, 1971.



(Corporate Seal)

W. E. McKee  
Assistant Secretary

CERTIFICATION AS TO THE MANNER OF ADOPTION

by

BP PIPE LINE CORPORATION

I, A. P. MEKEDIS, Assistant Secretary of BP PIPE LINE CORPORATION, a Delaware corporation, hereby certify as such Assistant Secretary that the Agreement of Merger to which this Certificate is attached was duly adopted by the Board of Directors of said corporation at a meeting thereof duly called and held on February 1, 1971, at which a quorum of the Board was present; and that thereafter by a written instrument executed on February 12, 1971, the sole stockholder of BP Pipe Line Corporation, owning all of the issued and outstanding capital stock of said corporation, consented to, approved and authorized the execution of said Agreement by the proper officers of said corporation.

IN WITNESS whereof, I have hereunto set my hand and affixed the seal of said corporation this 12<sup>th</sup> day of February, 1971.



(Corporate Seal)

A. P. Mekedis  
Assistant Secretary

00067

THE ABOVE AGREEMENT OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, the President of each corporate party thereto does now hereby execute the said Agreement of Merger and the Assistant Secretary of each corporate party thereto does now hereby attest the said Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 12<sup>th</sup> day of February, 1971.

BP PIPE LINE CORPORATION



(Corporate Seal)

By

Phil Phillips  
Vice President

Ar McKedie  
Assistant Secretary

SOHIO PIPE LINE COMPANY



(Corporate Seal)

By

A. L. Hausmann  
Vice President

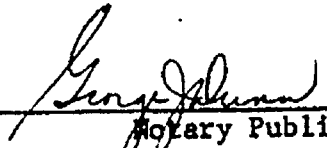
A. L. Hausmann  
Assistant Secretary

00068

STATE OF OHIO       )  
                              )  
COUNTY OF CUYAHOGA ) ss.:

BE IT REMEMBERED that on this 12<sup>th</sup> day of February, 1971, personally came before me, a Notary Public in and for the County and State aforesaid, F. G. HAUSMANN, Vice President of SOHIO PIPE LINE COMPANY, a corporation of the State of Delaware, and P. D. PHILLIPS, Vice President of BP PIPE LINE CORPORATION, a corporation of the State of Delaware, and they duly executed said Agreement of Merger before me and acknowledged the said Agreement of Merger to be their act and deed and the act and deed of each of said corporations and the facts stated therein are true; and that the seals affixed to said Agreement of Merger and attested by the Assistant Secretaries of said corporations are the respective common corporate seals of each of said corporations.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

  
\_\_\_\_\_  
Notary Public

GEORGE J. DUNN, Attorney at Law  
Notary Public, STATE OF OHIO  
Non-Expiring Commission



00069

CONSENT TO AGREEMENT OF MERGER

THE STANDARD OIL COMPANY, an Ohio corporation, being the sole owner of all the issued and outstanding shares of BP PIPE LINE CORPORATION, a Delaware corporation, hereby consents to and adopts the Agreement of Merger between said corporation and SOHIO PIPE LINE COMPANY, a Delaware corporation, which Agreement of Merger was approved and adopted on behalf of said companies by their respective Boards of Directors the 12<sup>th</sup> day of February, 1971, and was executed on behalf of BP PIPE LINE CORPORATION this 12<sup>th</sup> day of February, 1971.

Dated at Cleveland, Ohio, this 12<sup>th</sup> day of February, 1971.

THE STANDARD OIL COMPANY

By A. W. Whitelaw, Jr.  
President

(Corporate Seal)

ATTEST:

A. P. Mikedis  
Assistant Secretary

CONSENT TO AGREEMENT OF MERGER

THE STANDARD OIL COMPANY, an Ohio corporation, being the sole owner of all the issued and outstanding shares of SOHIO PIPE LINE COMPANY, a Delaware corporation, hereby consents to and adopts the Agreement of Merger between said corporation and BP PIPE LINE CORPORATION, a Delaware corporation, which Agreement of Merger was approved and adopted on behalf of said companies by their respective Boards of Directors the 12<sup>th</sup> day of February, 1971, and was executed on behalf of SOHIO PIPE LINE COMPANY this 12<sup>th</sup> day of February, 1971.

Dated at Cleveland, Ohio, this 12<sup>th</sup> day of February, 1971.

THE STANDARD OIL COMPANY

By A. W. Whitelaw, Jr.  
President

(Corporate Seal)

ATTEST:

A. P. Mikedis  
Assistant Secretary

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

FILED

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*Michael H. Hoke*  
SECRETARY OF STATE

Sohio Pipe Line Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

First: That the Board of Directors of the Company, at a meeting duly called and held and at which a quorum was present and acting throughout, adopted resolutions approving the following amendment to the Certificate of Incorporation of the Company and recommending adoption of the same to the sole Stockholder of the Company:

RESOLVED, that the Certificate of Incorporation of the Company be, and the same hereby is, amended by deleting in its entirety Article FIRST thereof and inserting in lieu thereof a new Article FIRST reading as follows:

"First: The name of the Company is Sohio Alaska Pipeline Company";

FURTHER RESOLVED, that the foregoing amendment be, and it hereby is, recommended to the sole Stockholder of the Company for adoption; and

FURTHER RESOLVED, that upon adoption of the foregoing amendment to the Certificate of Incorporation by the sole Stockholder, the President, any Vice President and Secretary or any Assistant Secretary of the Company be, and each hereby is, authorized and directed to execute a Certificate of Amendment of the Certificate of Incorporation of the Company setting forth the foregoing resolution adopting an Amended Article FIRST and to cause such Certificate to be filed with the Secretary of State of Delaware and recorded with the Recorder of Deeds of New Castle County.

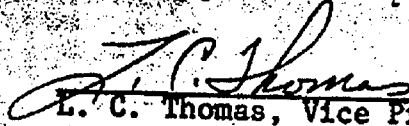
Second: That in lieu of a meeting and in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware, the sole Stockholder has, by written consent, adopted the foregoing amendment.

Third: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.


IN WITNESS WHEREOF, Sohio Pipe Line Company has caused this Certificate to be signed by L. C. Thomas, its Vice Pres-

ident, and attested by W. H. Clifton, its Secretary, this 23<sup>rd</sup> of  
December, 1986.

Sohio Pipe Line Company

  
L. C. Thomas, Vice President

Attest:

  
W. H. Clifton, Secretary

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CERTIFICATE OF MERGER  
OF  
BP PIPELINES INC.  
INTO  
SOHIO ALASKA PIPELINE COMPANY

*Michael H. Hille*  
SECRETARY OF STATE

Sohio Alaska Pipeline Company ("SAPC"), a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each constituent corporation of the merger is as follows: ---

<u>Name</u>	<u>State of Incorporation</u>
BP Pipelines Inc.	Delaware
Sohio Alaska Pipeline Company	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Sohio Alaska Pipeline Company.

FOURTH: That the Certificate of Incorporation, as amended, of Sohio Alaska Pipeline Company, a Delaware corporation, which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 200 Public Square, Cleveland, Ohio 44114-2375.

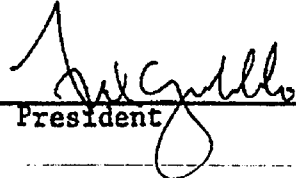
SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the Certificate of Merger shall be effective on January 1, 1988 (the "Effective Date").

Dated: December 15, 1987

Sohio Alaska Pipeline Company

By

  
Vice President

Attest:

By

  
Assistant Secretary

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CERTIFICATE OF AMENDMENT

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OF

CERTIFICATE OF INCORPORATION

*10 Br*  
*Michael H. Hale*  
SECRETARY OF STATE

\* \* \* \* \*

Sohio Alaska Pipeline Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That in lieu of a meeting and in accordance with provisions of Section 228 of the General Corporation Law of the State of Delaware, the stockholder has, by written consent, adopted the following amendment to the Certificate of Incorporation, as amended:

"RESOLVED, that the Certificate of Incorporation, as amended, of the Company be, and the same hereby is, amended by deleting in its entirety Article FIRST thereof and inserting in lieu thereof a new Article FIRST reading as follows:

'FIRST: The name of the corporation is BP Pipelines (Alaska) Inc.'; and

FURTHER RESOLVED, that the President, or any Vice President and the Secretary or Assistant Secretary of the Company be, and each hereby is, authorized and directed to execute a Certificate of Amendment of Certificate of Incorporation, as amended, of the Company setting forth the foregoing resolution adopting an amended Article FIRST and to cause such Certificate to be filed with the Secretary of State of Delaware and recorded with the Recorder of Deeds of New Castle County."

SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

\* \* \* \* \*

IN WITNESS WHEREOF, Sohio Alaska Pipeline Company, has caused this Certificate to be signed by W. D. Vanderbilt, its Vice President and attested by S. L. Chitty, its Secretary, this 22nd day of February, 1989.

Sohio Alaska Pipeline Company

*W. D. Vanderbilt*  
W. D. Vanderbilt, Vice President

ATTEST:

*S. L. Chitty*  
S. L. Chitty, Secretary

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State of Delaware  
*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "BP PIPELINES (ALASKA) INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF OCTOBER, A.D. 1937, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CLAY CITY PIPE LINE COMPANY" TO "SOHIO PIPE LINE COMPANY", FILED THE TWENTY-THIRD DAY OF JUNE, A.D. 1939, AT 11 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 1940, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1941, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SECOND DAY OF JANUARY, A.D. 1942, AT 1 O'CLOCK P.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1950, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0967747

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DATE: 02-12-01

*State of Delaware*  
*Office of the Secretary of State*

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CERTIFICATE OF AGREEMENT OF MERGER, FILED THE NINETEENTH DAY OF FEBRUARY, A.D. 1971, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SOHIO PIPE LINE COMPANY" TO "SOHIO ALASKA PIPELINE COMPANY", FILED THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1986, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1987, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 1988.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SOHIO ALASKA PIPELINE COMPANY" TO "BP PIPELINES (ALASKA) INC.", FILED THE FIRST DAY OF MARCH, A.D. 1989, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0361528 8310

AUTHENTICATION: 0967747

010069509

DATE: 02-12-01